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Attorneys for secured creditor
HILLAIR CAPITAL MANAGEMENT, LLC

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re
SCOOBEEZ, INC., et al.

Debtors and Debtors
in Possession.

Lead Case No. 2:19-bk-14989-WB
Chapter 11
(Jointly Administered with
Case Nos. 2:19-bk-14991; 2:19-bk-14997)

Affects:

- ☒ All Debtors
☐ SCOOBEEZ, INC., only
☐ SCOOBEEZ GLOBAL, INC.
only
☐ SCOOBUR, LLC only

**HILLAIR CAPITAL MANAGEMENT, LLC'S
LIMITED OMNIBUS OPPOSITION TO THE
DEBTORS' NOTICES OF SETTING INSIDER
COMPENSATION OF GEORGE VOSKANIAN,
SCOTT SHEIKH AND JOWITA
CHOMENTOWSKA**

Hearing:

Date: June 6, 2019
Time: 10:00 a.m.
Place: U.S. Bankruptcy Court
Courtroom 1375
255 East Temple Street
Los Angeles, CA 90012

**TO THE HONORABLE JULIA BRAND, UNITED STATES BANKRUPTCY JUDGE,
THE DEBTORS, THEIR COUNSEL AND ALL PARTIES IN INTEREST:**

Hillair Capital Management LLC and its affiliates (collectively, “Hillair”), senior secured creditor of Scoobeez, Inc., a California corporation, debtor in the above-captioned chapter 11 bankruptcy case (“Scoobeez”), and its affiliated debtors, Scoobeez Global, Inc., an Idaho corporation (formerly known as ABT Holdings, Inc.) (“Scoobeez Global”) and Scoobur, LLC, a California limited liability company (“Scoobur”) (collectively, the “Debtors”), respectfully submits this limited omnibus opposition to the Debtors’ (1) *Notice of Setting / Increasing Insider Compensation of George Voskanian*; (2) *Notice of Setting / Increasing Insider Compensation of Scott Sheikh*; and (3) *Notice of Setting / Increasing Insider Compensation of Jowita Chometowska* (collectively, the “Notices”) as follows.

1. The Notices of George Voskanian, Scott Sheikh and Jowita Chometowska are attached hereto as Exhibits 1, 2 and 3, respectively, along with their respective proofs of service. The Notices were served on Hillair via mail on May 13, 2019. Local Bankruptcy Rule 2014-1(a) addresses the setting of compensation of insiders and requires that no compensation may be paid from the assets of the estate from the time of the filing of the petition until the confirmation of the plan unless the debtor serves its “Notice of Setting/Increasing Insider Compensation.” L. BANKR. R. 2014-1(a)(1).¹

2. The local rules further provide that if an objection is timely received within the 14-day period following the service of the Notice then the debtor may not pay such compensation and the debtor must set the matter for hearing. L. BANKR. R. 2014-1(a)(3) and (a)(4). Similarly, the U.S. Trustee’s guidelines provides that “[n]o compensation may be paid out to any insiders until 15 days after service of such notice, and no objection to the Notice of Setting / Increasing Compensation has been received or filed with the court.” *See Guidelines and Requirements for Chapter 11 Debtors in Possession (Central Division)*, Office of the United States Trustee (Region 16), p. 6 at Part IV.B.3. (rev. Oct. 1, 2014).

¹ The 14th day from the date of service fell on a legal holiday, Memorial Day; accordingly, the time to respond is extended by a day. FED. R. BANKR. P. 9006(a)(1)(C), (a)(6). Further, since service was by mail, the time to respond is extended by three days. FED. R. BANKR. P. 9006(f). In either event, Hillair timely submits this limited opposition.

1 3. **Limited Objection to All Notices:** Box 14 of the Notices requires the applicant
2 to “[i]dentify any creditor who asserts a security interest . . . in the receipts generated by the
3 operation of the Debtors’ business and the amount of its claim.” The Debtors did not do this for
4 any of the Notices. Box 15 of the Notices requires the applicant to “[s]pecify all compensation,
5 perquisites, loans, benefits, etc. received by the insider” for the preceeding twelve-month period
6 and to “[a]ttach W-2, 1099, Individual Payroll ards and other related forms).” The Debtors did
7 not do this for any of the Notices. Finally, the instructions state that “[i]f this notice pertains to
8 setting compensation, it must be **filed** and served fifteen days before any payout of compensation
9” Notices, p. 2 (emphasis added). The Debtors did not file these Notices on the docket.
10 They were merely served. Lastly, Hillair has not yet seen a final draft of the Debtors’ proposed
11 13-week budget for the period beyond the June 6, 2019 cash collateral hearing date. Accordingly,
12 Hillair has no ability to determine whether there is sufficient cash flow to pay the insiders their
13 proposed salaries and whether such salaries are warranted. Hillair reserves all rights to
14 supplement this objection pending the disclosure of the proposed 13-week budget.

15 4. **Limited Objection to George Voskanian’s Notice:** In addition to the objections
16 set forth in Paragraph 3, Hillair raises the following objections. The Debtors disclose that Mr.
17 Voskanian was paid \$142,500.00 for the twelve-month period preceeding the Debtors’ April 30,
18 2019 petition date (the “Petition Date”). The Debtors’ now seek to pay Mr. Voskanian \$25,000
19 per month (*i.e.*, \$300,000 per year). Yet, the Debtors do not demonstrate, substantiate or justify
20 the increase in compensation. Further, it has been alleged that Mr. Voskanian serves as the Chief
21 Financial Officer of a company called “Serve.io,” which is owned and operated by the Debtors’
22 principal, Shahan Ohanessian. *See* Docket No. 46, Ex. 5 at p. 44. Hillair submits that the Debtors
23 should require Mr. Voskanian to resign from his positions at Serve.io in order to alleviate any
24 concerns over conflicts, divided loyalties, and available time to focus entirely on the
25 reorganization efforts of the Debtors.

26 5. **Limited Objection to Scott Sheikh’s Notice:** In addition to the objections set
27 forth in Paragraph 3, Hillair raises the following objections. The Debtors disclose that they intend
28 to pay \$25,000 per month (*i.e.*, \$300,000 per year) to Mr. Shiekh to manage the legal functions of

1 the Debtors. The Debtors omit any disclosures of the compensation paid to Mr. Sheikh for the
2 preceeding twelve-month period. There is no justification or substantiation for the work to be
3 performed by Mr. Sheikh. Moreover, Hillair believes that Mr. Shiekh served as a legal advisor to
4 the Debtors' pre-petition and queries whether Mr. Shiekh's employment more properly falls
5 under section 327/328 of the Bankruptcy Code. Finally, it also has been alleged that Mr. Shiekh
6 serves as the Chief Legal Officer of a company called "Serve.io," which is owned and operated
7 by the Debtors' principal, Shahan Ohanessian. See Docket No. 46, Ex. 5 at p. 44. Hillair submits
8 that the Debtors should require Mr. Voskanian to resign from his positions at Serve.io in order to
9 alleviate any concerns over conflicts, divided loyalties, and available time to focus entirely on the
10 reorganization efforts of the Debtors.

11 6. **Limited Objection to Joweta Chometowska's Notice:** In addition to the
12 objections set forth in Paragraph 3, Hillair raises the following objections. In light of the
13 disclosures made by the Debtors in their supplemental declarations respecting the Application to
14 Appoint Brian Weiss as the Chief Restructuring Officer, it seems that Mr. Chometowska is no
15 longer a member of the Board of Directors of any of the Debtors. Accordingly, the Debtors
16 should withdraw this Notice.

17 7. **Hearing on Notices.** In accordance with Local Bankruptcy Rule 2014-1(a) and
18 the U.S. Trustee guidelines, Hillair hereby objects to the payment of insider compensation to Mr.
19 Voskanian, Mr. Shiekh and Mr. Chowmetowska. While the Local Bankruptcy Rules require that
20 the Debtors not serve less than 21 days' notice of the date and time of the hearing on the
21 objection, Hillair is amenable to having the matter heard on shortened time at the June 6, 2019
22 cash collateral hearing assuming that the Debtors make the appropriate disclosures respecting the
23 Notices and the proposed 13-week budget.

24 DATED: May 28, 2019

BUCHALTER, a Professional Corporation

25 By /s/ Anthony J. Napolitano

STEVEN M. SPECTOR

26 ANTHONY J. NAPOLITANO

Attorneys for secured creditor

27 HILLAIR CAPITAL MANAGEMENT, LLC
28

EXHIBIT 1

Attorney Name, Address, Telephone and FAX Ashley M. McDow (245114) FOLEY & LARDNER LLP 555 S. Flower St., 33rd Floor Los Angeles, CA 90071 Telephone: 213.972.4500 Facsimile: 213.486.0065 Email: amcdow@foley.com	File with U.S. TRUSTEE Only
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Scoobeez, et al. <div style="text-align: right;">Debtor(s)</div>	Chapter 11 Case Number LEAD CASE NO.: 2:19-bk-14989
NOTICE OF SETTING/INCREASING INSIDER COMPENSATION	

1. Name of Insider:	George Voskanian
2. Relationship to Debtor (i.e. owner, partner, officer, director, shareholder).	Officer
3. Date when relationship with Debtor commenced:	
4. Position title:	Co-Chief Executive Officer and Chief Financial Officer
5. Position Description:	Senior executive responsible for managing the financial actions of the company.
6. Assigned Duties:	Making major company decisions and tracking cash flow and financial planning as well as analyzing the company's financial strengths and weaknesses
7. Date employed in current position:	July 2017
8. If previously employed by Debtor within past two years in a different position, state position(s) and date(s).	N/A
9. Number of hours worked per week:	60-80
10. Total amount of compensation and payment interval:	\$25,000 per month

11. Breakdown of compensation (specify amount and payment interval).	
Salary:	\$25,000 per month
Perquisites (total, detail below):	
Car Allowance:	
Medical Insurance:	
Life Insurance:	
Business Expenses:	
Other (Specify):	
12. Identify the source of the funds to be used to pay compensations specified in No. 10:	Company's general operating account
13. Date and amount of last increase in compensation:	N/A
14. Identify any creditor who asserts a security interest (whether or not Debtor disputes the validity thereof) in the receipts generated by the operation of the Debtor's business and the amount of its claim:	
15. Specify all compensation, perquisites, loans, benefits etc. received by insider from the Debtor during the twelve month period immediately preceding the filing of the Chapter 11 Petition (Attach W-2, 1099, Individual Payroll Cards and other related forms):	\$142,500.00
Compensation:	\$142,500.00
Loans:	
Perquisites (Specify):	

I declare under penalty of perjury that the answers contained in the foregoing Notice are true and correct.

Dated:

George Vas Karimian
Print Name and Title of Authorized Agent for Debtor

[Signature]
Signature of Authorized Agent for Debtor

Attach proof of service on Creditors' Committee or the Twenty Largest Creditors if no committee has been formed, and to any secured creditors that claim an interest in cash collateral.

If this notice pertains to setting compensation, it must be filed and served fifteen days before any pay out of compensation, although compensation may be accrued during this period.

If this notice pertains to an increase in compensation, it must be filed and served thirty days before the date when the proposed increase takes effect.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
811 WILSHIRE BLVD., STE 900, LOS ANGELES, CA 90017

A true and correct copy of the foregoing document entitled (*specify*):

NOTICE OF SETTING / INCREASING INSIDER COMPENSATION (George Voskanian)

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) _____, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) MAY 13, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010	Anthony J Napolitano Buchalter, A Professional Corporation 1000 Wilshire Blvd, Ste# 1500 Los Angeles, CA 90017-2457
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☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

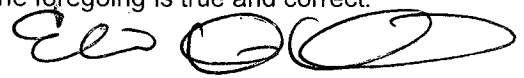
☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

MAY 13, 2019 ELIAS DE DIOS

Date

Printed Name



Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Continued Service by U.S. Mail List is Below

Premier Business Bank 700 S. Flower Street, #2000 Los Angeles, CA 90017	Corporation Service Company, as Representative P.O. Box 2576 Springfield, IL 62708
Corporation Service Company, as Representative 801 Adlai Stevenson Drive Springfield, IL 62703	CT Corporation System as Representative 330 N. Brand Blvd., Suite 700 Attn: SPRS Glendale, CA 91203
Queen Funding LLC 2221 NE 164 ST Miami Beach, FL 33160	App Group International, LLC 85 Broad Street, 17th Floor New York, NY 10004
GTR Source LLC 1006 Monmouth Ave Lakewood, NJ 08701	Hop Capital 323 Sunny Isles Blvd., Suite 501 Sunny Isles Beach, FL 33160
Alissa Guler c/o Albert G. Stoll, Jr. 55 Francisco Street, Suite 403 San Francisco, CA 94133	AT&T Corp. c/o CT Corporation 818 Seventh Street, Suite 930 Los Angeles, CA 90017
AT&T Corp. c/o CT Corporation 818 Seventh Street, Suite 930 Los Angeles, CA 90017	Avitus, Inc. c/o David M. Wagner, Esq. Crowley Fleck, PLLP P.O. Box 10969 Bozeman, MT 59719
Azad Baban c/o Justin Silverman, Esq. Reisner & King LLP 14724 Ventura Blvd., Suite 1210 Sherman Oaks, CA 91403	Bernardo Parra c/o Mancini Law Group, P.C. 7170 W. Grand Avenue Elmwood Park, IL 60707
Arturo Vega, et. al. c/o Eric K. Yaeckel Sullivan Law Group, APC 2330 Third Ave. San Diego, CA 92101	Edvin Amzayan, c/o State of CA Dept. of Industrial Relations Labor Commission Office 455 Golden Gate Ave., 10th Floor San Francisco, CA 94102

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Enterprise Holdings, Inc. 600 Corporate Park Drive Saint Louis, MO 63105	Hillair Capital Management LLC 330 Primrose Road, Suite 660 Burlingame, CA 94010
Imran Firoz c/o Brent Finch Brent Finch Law 27200 Agoura Rd., Ste. 102 Agoura Hills, CA 91301	Jacob Lee DeGough c/o Glenn Law Firm 1017 William D. Tate Ave. Suite 100 Grapevine, TX 76051
Jassim M. Addal c/o Law Office of Arash Alizadeh 7545 Irvine Center Drive Suite 200 Irvine, CA 92618	LeClairRyan 44 Montgomery Street, Suite 3100 San Francisco, CA 94104
Maria Salgado c/o Nicholas J. Tsakas, Esq. 4267 Marina City Drive Suite 512 Marina Del Rey, CA 90292	Marwan Griffin c/o Aegis Law Firm, PC 9811 Irvine Center Drive Suite 100 Irvine, CA 92618
Minas Sarafian c/o Simonian & Simonian, PLC 144 N. Glendale Ave., #228 Glendale, CA 91206	Mostafa Joharifard 1651 E. Edinger Ave. Suite 100 Santa Ana, CA 92705
NexGen Capital, LLC c/o David Neale Levene Neale Bender 10250 Constellation Blvd., #1700 Los Angeles, CA 90067	Roy Castelanos c/o Employees' Legal Advocates, LLP 811 Wilshire Blvd. Suite 800 Los Angeles, CA 90017
Avitus, Inc. c/o David M. Wagner, Esq. Crowley Fleck, PLLP P.O. Box 10969 Bozeman, MT 59719	Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010
Imran Firoz c/o Brent Finch Brent Finch Law 27200 Agoura Rd., Ste. 102 Agoura Hills, CA 91301	Kirk Davis c/o Law Offices of Daniel A. Kaplan 555 W. Beech St., Suite 230 San Diego, CA 92101

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Salvador Rivas c/o Law Offices of Daniel A. Kaplan 555 W. Beech St., Suite 230 San Diego, CA 92101	Scoobeez SD, LLC c/o Law Offices of Daniel A. Kaplan 555 W. Beech St., Suite 230 San Diego, CA 92101
Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010	

EXHIBIT 2

Attorney Name, Address, Telephone and FAX Ashley M. McDow (245114) FOLEY & LARDNER LLP 555 S. Flower St., 33rd Floor Los Angeles, CA 90071 Telephone: 213.972.4500 Facsimile: 213.486.0065 Email: amcdow@foley.com	File with U.S. TRUSTEE Only
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Scoobeez, et al. <div style="text-align: right;">Debtor(s)</div>	Chapter 11 Case Number LEAD CASE NO.: 2:19-bk-14989
NOTICE OF SETTING/INCREASING INSIDER COMPENSATION	

1. Name of Insider:	Scott A. Sheikh
2. Relationship to Debtor (i.e. owner, partner, officer, director, shareholder).	Officer
3. Date when relationship with Debtor commenced:	
4. Position title:	Co-Chief Executive Officer and General Counsel
5. Position Description:	Senior executive responsible for managing the legal functions of the company.
6. Assigned Duties:	Making major company decisions, managing legal functions, and overseeing outside counsel.
7. Date employed in current position:	May 10, 2019
8. If previously employed by Debtor within past two years in a different position, state position(s) and date(s).	N/A
9. Number of hours worked per week:	40-60
10. Total amount of compensation and payment interval:	\$25,000 per month

11. Breakdown of compensation (specify amount and payment interval.	
Salary:	\$25,000 per month
Perquisites (total, detail below):	
Car Allowance:	
Medical Insurance:	
Life Insurance:	
Business Expenses:	
Other (Specify):	
12. Identify the source of the funds to be used to pay compensations specified in No. 10:	Company's general operating account
13. Date and amount of last increase in compensation:	
14. Identify any creditor who asserts a security interest (whether or not Debtor disputes the validity thereof) in the receipts generated by the operation of the Debtor's business and the amount of its claim:	
15. Specify all compensation, perquisites, loans, benefits etc. received by insider from the Debtor during the twelve month period immediately preceding the filing of the Chapter 11 Petition (Attach W-2, 1099, Individual Payroll Cards and other related forms):	
Compensation:	
Loans:	
Perquisites (Specify):	

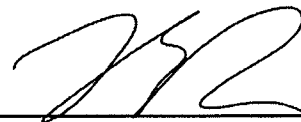
I declare under penalty of perjury that the answers contained in the foregoing Notice are true and correct.

Dated:

George Voskenjan

Print Name and Title of Authorized Agent for Debtor

Co-CEO



Signature of Authorized Agent for Debtor

Attach proof of service on Creditors' Committee or the Twenty Largest Creditors if no committee has been formed, and to any secured creditors that claim an interest in cash collateral.

If this notice pertains to setting compensation, it must be filed and served fifteen days before any pay out of compensation, although compensation may be accrued during this period.

If this notice pertains to an increase in compensation, it must be filed and served thirty days before the date when the proposed increase takes effect.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
811 WILSHIRE BLVD., STE 900, LOS ANGELES, CA 90017

A true and correct copy of the foregoing document entitled (*specify*):

NOTICE OF SETTING / INCREASING INSIDER COMPENSATION (Scott A. Sheikh)

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) _____, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) MAY 13, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010	Anthony J Napolitano Buchalter, A Professional Corporation 1000 Wilshire Blvd, Ste# 1500 Los Angeles, CA 90017-2457
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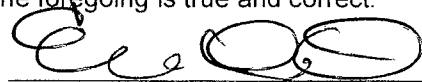
☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

MAY 13, 2019 ELIAS DE DIOS
Date Printed Name


Signature

Continued Service by U.S. Mail List is Below

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Azad Baban c/o Justin Silverman, Esq. Reisner & King LLP 14724 Ventura Blvd., Suite 1210 Sherman Oaks, CA 91403	Bernardo Parra c/o Mancini Law Group, P.C. 7170 W. Grand Avenue Elmwood Park, IL 60707
Arturo Vega, et. al. c/o Eric K. Yaeckel Sullivan Law Group, APC 2330 Third Ave. San Diego, CA 92101	Edvin Amzayan, c/o State of CA Dept. of Industrial Relations Labor Commission Office 455 Golden Gate Ave., 10th Floor San Francisco, CA 94102

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Enterprise Holdings, Inc. 600 Corporate Park Drive Saint Louis, MO 63105	Hillair Capital Management LLC 330 Primrose Road, Suite 660 Burlingame, CA 94010
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Jassim M. Addal c/o Law Office of Arash Alizadeh 7545 Irvine Center Drive Suite 200 Irvine, CA 92618	LeClairRyan 44 Montgomery Street, Suite 3100 San Francisco, CA 94104
Maria Salgado c/o Nicholas J. Tsakas, Esq. 4267 Marina City Drive Suite 512 Marina Del Rey, CA 90292	Marwan Griffin c/o Aegis Law Firm, PC 9811 Irvine Center Drive Suite 100 Irvine, CA 92618
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NexGen Capital, LLC c/o David Neale Levene Neale Bender 10250 Constellation Blvd., #1700 Los Angeles, CA 90067	Roy Castelanos c/o Employees' Legal Advocates, LLP 811 Wilshire Blvd. Suite 800 Los Angeles, CA 90017
Avitus, Inc. c/o David M. Wagner, Esq. Crowley Fleck, PLLP P.O. Box 10969 Bozeman, MT 59719	Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010
Imran Firoz c/o Brent Finch Brent Finch Law 27200 Agoura Rd., Ste. 102 Agoura Hills, CA 91301	Kirk Davis c/o Law Offices of Daniel A. Kaplan 555 W. Beech St., Suite 230 San Diego, CA 92101

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Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010	

EXHIBIT 3

Attorney Name, Address, Telephone and FAX Ashley M. McDow (245114) FOLEY & LARDNER LLP 555 S. Flower St., 33rd Floor Los Angeles, CA 90071 Telephone: 213.972.4500 Facsimile: 213.486.0065 Email: amcdow@foley.com	File with U.S. TRUSTEE Only
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Scoobeez, et al. <div style="text-align: right;">Debtor(s)</div>	Chapter 11 Case Number LEAD CASE NO.: 2:19-bk-14989
NOTICE OF SETTING/INCREASING INSIDER COMPENSATION	

1. Name of Insider:	Jowita Chomentowska
2. Relationship to Debtor (i.e. owner, partner, officer, director, shareholder).	Director
3. Date when relationship with Debtor commenced:	
4. Position title:	Board Member and Staffing Director
5. Position Description:	Heads staffing department
6. Assigned Duties:	Operates the company's staffing department which is in charge of recruitment
7. Date employed in current position:	September 2015
8. If previously employed by Debtor within past two years in a different position, state position(s) and date(s).	N/A
9. Number of hours worked per week:	40
10. Total amount of compensation and payment interval:	\$6,000 per month

11. Breakdown of compensation (specify amount and payment interval.	
Salary:	\$6,000 per month
Perquisites (total, detail below):	
Car Allowance:	
Medical Insurance:	
Life Insurance:	
Business Expenses:	
Other (Specify):	
12. Identify the source of the funds to be used to pay compensations specified in No. 10:	Company's general operating account
13. Date and amount of last increase in compensation:	N/A
14. Identify any creditor who asserts a security interest (whether or not Debtor disputes the validity thereof) in the receipts generated by the operation of the Debtor's business and the amount of its claim:	
15. Specify all compensation, perquisites, loans, benefits etc. received by insider from the Debtor during the twelve month period immediately preceding the filing of the Chapter 11 Petition (Attach W-2, 1099, Individual Payroll Cards and other related forms):	\$72,000.00
Compensation:	\$72,000.00
Loans:	
Perquisites (Specify):	

I declare under penalty of perjury that the answers contained in the foregoing Notice are true and correct.

Dated:

George Voskanyan CFO

Print Name and Title of Authorized Agent for Debtor

[Signature]

Signature of Authorized Agent for Debtor

Attach proof of service on Creditors' Committee or the Twenty Largest Creditors if no committee has been formed, and to any secured creditors that claim an interest in cash collateral.

If this notice pertains to setting compensation, it must be filed and served fifteen days before any pay out of compensation, although compensation may be accrued during this period.

If this notice pertains to an increase in compensation, it must be filed and served thirty days before the date when the proposed increase takes effect.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
811 WILSHIRE BLVD., STE 900, LOS ANGELES, CA 90017

A true and correct copy of the foregoing document entitled (*specify*):

NOTICE OF SETTING / INCREASING INSIDER COMPENSATION (Jowita Chomentowska)

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) _____, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) MAY 13, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010	Anthony J Napolitano Buchalter, A Professional Corporation 1000 Wilshire Blvd, Ste# 1500 Los Angeles, CA 90017-2457
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☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

MAY 13, 2019 ELIAS DE DIOS

Date

Printed Name

Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Continued Service by U.S. Mail List is Below

Premier Business Bank 700 S. Flower Street, #2000 Los Angeles, CA 90017	Corporation Service Company, as Representative P.O. Box 2576 Springfield, IL 62708
Corporation Service Company, as Representative 801 Adlai Stevenson Drive Springfield, IL 62703	CT Corporation System as Representative 330 N. Brand Blvd., Suite 700 Attn: SPRS Glendale, CA 91203
Queen Funding LLC 2221 NE 164 ST Miami Beach, FL 33160	App Group International, LLC 85 Broad Street, 17th Floor New York, NY 10004
GTR Source LLC 1006 Monmouth Ave Lakewood, NJ 08701	Hop Capital 323 Sunny Isles Blvd., Suite 501 Sunny Isles Beach, FL 33160
Alissa Guler c/o Albert G. Stoll, Jr. 55 Francisco Street, Suite 403 San Francisco, CA 94133	AT&T Corp. c/o CT Corporation 818 Seventh Street, Suite 930 Los Angeles, CA 90017
AT&T Corp. c/o CT Corporation 818 Seventh Street, Suite 930 Los Angeles, CA 90017	Avitus, Inc. c/o David M. Wagner, Esq. Crowley Fleck, PLLP P.O. Box 10969 Bozeman, MT 59719
Azad Baban c/o Justin Silverman, Esq. Reisner & King LLP 14724 Ventura Blvd., Suite 1210 Sherman Oaks, CA 91403	Bernardo Parra c/o Mancini Law Group, P.C. 7170 W. Grand Avenue Elmwood Park, IL 60707
Arturo Vega, et. al. c/o Eric K. Yaeckel Sullivan Law Group, APC 2330 Third Ave. San Diego, CA 92101	Edvin Amzayan, c/o State of CA Dept. of Industrial Relations Labor Commission Office 455 Golden Gate Ave., 10th Floor San Francisco, CA 94102

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Enterprise Holdings, Inc. 600 Corporate Park Drive Saint Louis, MO 63105	Hillair Capital Management LLC 330 Primrose Road, Suite 660 Burlingame, CA 94010
Imran Firoz c/o Brent Finch Brent Finch Law 27200 Agoura Rd., Ste. 102 Agoura Hills, CA 91301	Jacob Lee DeGough c/o Glenn Law Firm 1017 William D. Tate Ave. Suite 100 Grapevine, TX 76051
Jassim M. Addal c/o Law Office of Arash Alizadeh 7545 Irvine Center Drive Suite 200 Irvine, CA 92618	LeClairRyan 44 Montgomery Street, Suite 3100 San Francisco, CA 94104
Maria Salgado c/o Nicholas J. Tsakas, Esq. 4267 Marina City Drive Suite 512 Marina Del Rey, CA 90292	Marwan Griffin c/o Aegis Law Firm, PC 9811 Irvine Center Drive Suite 100 Irvine, CA 92618
Minas Sarafian c/o Simonian & Simonian, PLC 144 N. Glendale Ave., #228 Glendale, CA 91206	Mostafa Joharifard 1651 E. Edinger Ave. Suite 100 Santa Ana, CA 92705
NexGen Capital, LLC c/o David Neale Levene Neale Bender 10250 Constellation Blvd., #1700 Los Angeles, CA 90067	Roy Castelanos c/o Employees' Legal Advocates, LLP 811 Wilshire Blvd. Suite 800 Los Angeles, CA 90017
Avitus, Inc. c/o David M. Wagner, Esq. Crowley Fleck, PLLP P.O. Box 10969 Bozeman, MT 59719	Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010
Imran Firoz c/o Brent Finch Brent Finch Law 27200 Agoura Rd., Ste. 102 Agoura Hills, CA 91301	Kirk Davis c/o Law Offices of Daniel A. Kaplan 555 W. Beech St., Suite 230 San Diego, CA 92101

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Salvador Rivas c/o Law Offices of Daniel A. Kaplan 555 W. Beech St., Suite 230 San Diego, CA 92101	Scoobeez SD, LLC c/o Law Offices of Daniel A. Kaplan 555 W. Beech St., Suite 230 San Diego, CA 92101
Hillair Capital Management LLC 330 Primrose Road Suite 660 Burlingame, CA 94010	

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
BUCHALTER, 1000 Wilshire Blvd, Suite 1500, Los Angeles, CA 90017

A true and correct copy of the foregoing document entitled (*specify*) **HILLAIR CAPITAL MANAGEMENT, LLC'S LIMITED OMNIBUS OPPOSITION TO THE DEBTORS' NOTICES OF SETTING INSIDER COMPENSATION OF GEORGE VOSKANIAN, SCOTT SHEIKH AND JOWITA CHOMENTOWSKA** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) May 28, 2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

John-Patrick M Fritz jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com

- Alvin Mar alvin.mar@usdoj.gov
- Ashley M McDow amcdow@foley.com, sgaeta@foley.com; mhebbeln@foley.com; swilson@foley.com; jsimon@foley.com
- Rejoy Nalkara rejoy.nalkara@americaninfosource.com
- Anthony J Napolitano anapolitano@buchalter.com, IFS_filing@buchalter.com; salarcon@buchalter.com
- David L. Neale dln@lnbyb.com
- Gregory M Salvato gsalvato@salvatolawoffices.com, calendar@salvatolawoffices.com; jboufadel@salvatolawoffices.com; gsalvato@ecf.inforuptcy.com
- Steven M Spector sspector@buchalter.com, IFS_efiling@buchalter.com; salarcon@buchalter.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) May 28, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Debtor

Scoobeez
3463 Foothill Blvd.
Glendale, CA 91214

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) May 28, 2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

VIA COURIER

Presiding Judge
Hon. Julia W. Brand
U.S. Bankruptcy Court – Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1382
Los Angeles, CA 90012

May 28, 2019

Sandra Alarcon

/s/ Sandra Alarcon

Date

Printed Name

Signature